

**IN THE UNITED STATES BANKRUPTCY COURT  
NORTHERN DISTRICT OF GEORGIA  
ATLANTA DIVISION**

<b>IN RE:</b>	)	
	)	
<b>NAPA HOME &amp; GARDEN, INC.</b>	)	<b>CHAPTER 11</b>
	)	<b>CASE NO. 11-69828</b>
<u><b>Debtor.</b></u>	)	

**Notice of Debtor's Consent to  
United States Trustee's Motion for Appoint of a Chapter 11 Trustee**

Comes Now Napa Home & Garden, Inc. ("Debtor" and "Debtor-In-Possession") in the above referenced case and files its "Notice of Consent to United State's Trustee's Motion for Appointment of Chapter 11 Trustee" ("Notice"). Debtor shows the Court as follows:

**Background**

1. On July 5, 2011 (the "Petition Date"), Debtor filed a voluntary petition for relief under Chapter 11 of Title 11 of the United States Code (as amended, modified, or supplemented the "Bankruptcy Code").
2. Debtor is a California Corporation and its primary place of business is located at 3270 Summit Ridge Parkway, Duluth, GA 30096. Debtor is in the business of wholesale sales of home and garden gifts. Debtor's CEO is Gerald Cunningham.
3. On July 5, 2011, Debtor filed its "Motion to Sell Assets Pursuant to 11 U.S.C. Sec. 363" (Doc. No. 7) (the "Sale Motion") to Teters Floral Company, Inc. ("Teters") or the highest bidder. Attached to the Sale Motion is a propose Asset Purchase Agreement ("APA") between Debtor as seller and Teters as seller for the Purchase Price of \$1,100,000 (subject to adjustment based on inventory levels at closing). .

4. On July 13, 2011, the Court entered a Bidding Procedures Order (Doc. No. 42) setting the bidding procedures for Debtor's proposed sale.
5. On July 15, 2011, the United States Trustee filed its "Motion of the United States Trustee for an Order Directing Either the Appointment of a Chapter 11 Trustee or an Examiner, and Scheduling an Expedited Hearing on Thereon" (Doc. No. 48) ("U.S. Trustee's Motion").

**Notice of Consent**

6. Debtor does not oppose the U.S. Trustee's request in the U.S. Trustee's Motion for the appointment of a chapter 11 trustee in this case.

RESPECTFULLY SUBMITTED this 18<sup>th</sup> day of July, 2011

**JONES & WALDEN, LLC**

s/ Leslie M. Pineyro

Leslie M. Pineyro  
Georgia Bar No. 969800  
Cameron McCord  
Georgia Bar No. 143065  
Proposed Attorneys for Debtor  
21 Eighth Street, NE  
Atlanta, Georgia 30309  
(404) 564-9300  
(404) 564-9301 Facsimile  
[lpineyro@joneswalden.com](mailto:lpineyro@joneswalden.com)  
[cmmcord@joneswalden.com](mailto:cmmcord@joneswalden.com)

**Certificate of Service**

I hereby certify that I have caused to be served a copy of the foregoing motion on all parties referenced below by depositing a copy of the same in the United States Mail, postage prepaid, and by email:

Office of the United States Trustee  
362 Richard B. Russell Federal Building  
75 Spring Street, S.W.  
Atlanta, Georgia 30303

This 18th day of July, 2011.

**JONES & WALDEN, LLC**

/s/Leslie M. Pineyro

Leslie M. Pineyro  
Georgia Bar No. 969800  
lpineyro@joneswalden.com  
21 Eighth Street  
Atlanta, Georgia 30309  
(404) 564-9300 Telephone  
(404) 564-9301 Facsimile